

BYLAWS OF
OREGON MUSIC EDUCATION ASSOCIATION

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose shall be to improve music education for children in Oregon by offering musical enrichment programs for students, providing education for music teachers, and advocating for music programs for students.

ARTICLE II: MEMBERS

Section 1. Classes and Voting. There shall be three classes of members of this corporation:

a. **Active Members.** Active members are individuals who support the purposes of the corporation and who comply with the dues policies and other policies adopted by the board. Active members shall be considered to be in good standing when they are current in the payment of their dues. Each active member in good standing shall be entitled to one vote to elect the members of the Board of Control that are elected by the voting members as described in these bylaws and to amend the bylaws as described in these bylaws. Active members shall not be entitled to vote on any other matter.

b. **Retired Members.** Retired members are former professional music educators who support the purposes of the corporation and who comply with the dues policies and other policies adopted by the board. Each retired member shall be entitled to one vote to elect the members of the Board of Control that are elected by the voting members as described in these bylaws and to amend the bylaws as described in these bylaws. Retired members shall not be entitled to vote on any other matter.

c. **Sustaining Members.** Sustaining members are music-related businesses, universities, individuals and non-profits that support the purposes of the corporation and that comply with the dues policies and other policies adopted by the board. Sustaining member shall have no voting rights.

Except for this Section, all references in these bylaws to members shall be deemed to refer to Active and Retired members only.

Section 3. Termination of Membership. Membership may be terminated by the Board of Control after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by

the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting. The annual meeting of the members shall be held as determined by the Board.

Section 5. Special Meetings. Special meetings of the members shall be held at the call of the Board of Control, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Recording Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6. Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last address of record, by email at least 7 days before the meeting, or by other means at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 7. Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 8. Proxy Voting. There shall be no voting by proxy.

Section 9. Action by Consent. Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

Section 10. Voting by Mail Ballot. Any action which may be taken at a meeting of the members may be taken without a meeting if the corporation delivers a written electronic ballot to every member entitled to vote on the matter by email. The written electronic ballot shall set forth the proposed actions and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written electronic ballot shall indicate that the number of ballots received will satisfy the quorum requirement and specify a reasonable time by which the ballot must be received by the corporation in order to be counted. Approval by written electronic ballot shall be valid only when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE III: BOARD OF CONTROL

Section 1. Duties. The affairs of the corporation shall be managed by the Board of Control.

Section 2. Number and Selection. The number of board members may vary between a minimum of twelve and a maximum of sixty. Directors shall be selected by three methods:

a. Election. The following Board positions shall be filled by election by the members:

President, President Elect, 2nd Vice President, Elementary Music Chair, General Music Chair, SMTE Chair, Orchestra Chair and Jazz Chair. The elected board members shall be elected by the members at the annual meeting of the members.

b. Designation. The OMEA Past President shall serve as a member of the Board of Control by virtue of being the Past President.

c. Appointment. The President of the Oregon Chapter of the American Choral Directors Association shall appoint one member of the Board of Control. The President of the Oregon Band Directors Association shall appoint one member of the Board of Control. The members of each district shall elect a District Chair who shall serve as a member of the Board of Control. In the event that a district elects co-chairs, each co-chair shall be a member of the Board of Control and each has the right to vote. The Executive Board shall appoint a Treasurer and such other members of the Board of Control as it desires, up to the maximum established by these bylaws.

Section 3. Term. The term of office for all board members shall be two years. A board member may be reelected, reappointed or designed without limitation on the number of terms s/he may serve.

Section 4. Removal. A board member may be removed as follows:

a. Elected Directors. Any elected board member may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of board members.

b. Designated Directors. A designated board member may be removed by an amendment to the bylaws deleting or changing the designation.

c. Appointed Directors. Any appointed board member may be removed with or without cause by the district, Board of Control or Executive Board that appointed the board member.

Section 5. Vacancies. A vacancy in the position of an elected board member will be filled by a majority vote of the board members then on the Board of Control. A vacancy in the position of an appointed director will be filled by the person appointing the board member.

Section 6. Quorum and Action. A quorum at a board meeting shall be a majority of the number of board members prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings. Regular meetings of the Board of Control shall be held at the time and place to be determined by the Board of Control. No other notice of the date, time, place,

or purpose of these meetings is required, except as otherwise provided in these bylaws.

Section 8. Special Meetings. Special meetings of the Board of Control shall be held at the time and place to be determined by the Board of Control. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each board member personally or by telephone or by mail or email not less than two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the board member at the address shown in the corporate records, is effective when mailed.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Control may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 10. Action by Consent. Any action required or permitted by law to be taken at a meeting of the board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the board members. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a board member with the intent to sign.

ARTICLE IV: COMMITTEES

Section 1. Executive Board. The President, President Elect, 2nd Vice President, Past President and Treasurer shall serve as the Executive Board. The Executive Board shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2. Other Committees. The Board of Control may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Control or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Except for the Executive Board, any committee that exercises any authority of the Board of Control shall be composed of two or more Board members, elected by the Board of Control by a majority vote of the number of board members prescribed by the Board, or if no number is prescribed, a majority vote of all Board members in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Board members present.

Section 5. Limitations on the Authority of Committees. No committee may authorize

payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Control.

ARTICLE V: OFFICERS

Section 1. Titles. The officers of this corporation shall be the President, President Elect, 2nd Vice President, Past President, and Treasurer.

Section 2. Term. Each officer shall serve a term of two years. An officer may be re-elected or re-appointed without limitation on the number of terms s/he may serve.

Section 3. Vacancy. A vacancy of any office shall be filled not later than the first regular meeting of the Board of Control following the vacancy. Vacancies in state offices may be temporarily filled by the executive board upon recommendation of the president. In the event of the vacancy of the office of the president, the past president will assume the office of president to complete the term.

Section 4. Other Officers. The Board of Control may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Control.

Section 5. President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Control.

Section 6. Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Control; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Control; and (e) any other duties as may be prescribed by the Board of Control.

Section 7. President Elect. The President Elect shall serve as 1st Vice President and Recording Secretary and shall have overall responsibility for all recordkeeping and all corporate funds. The President Elect shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Control and members' meetings and actions; (b) provision for notice of all meetings of the Board of Control and members; (c) authentication of the records of the corporation; (d) maintenance of current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Control.

Section 8. Other Officers. The duties of the other officers shall be set out in Board policies.

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

ARTICLE VII: AMENDMENTS TO BYLAWS

The Board of Control may vote to amend or repeal these bylaws or to adopt new ones by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

The members may vote to amend or repeal these bylaws or adopt new ones by a majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

DATE ADOPTED: April 17, 2011

I certify that these bylaws are a true copy of the bylaws of this corporation.

SIGNATURE BY CORPORATE OFFICER:

____Jeff Simmons_____ DATE: _____4/17/2011_____